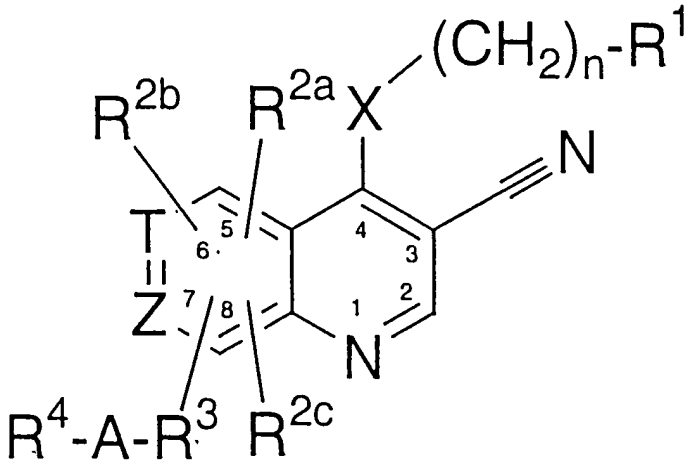
WHAT IS CLAIMED IS:

1. A compound of Formula (I) represented by the structure:



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

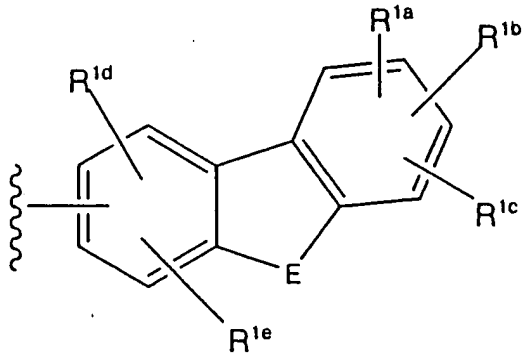
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of

6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$,

$-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

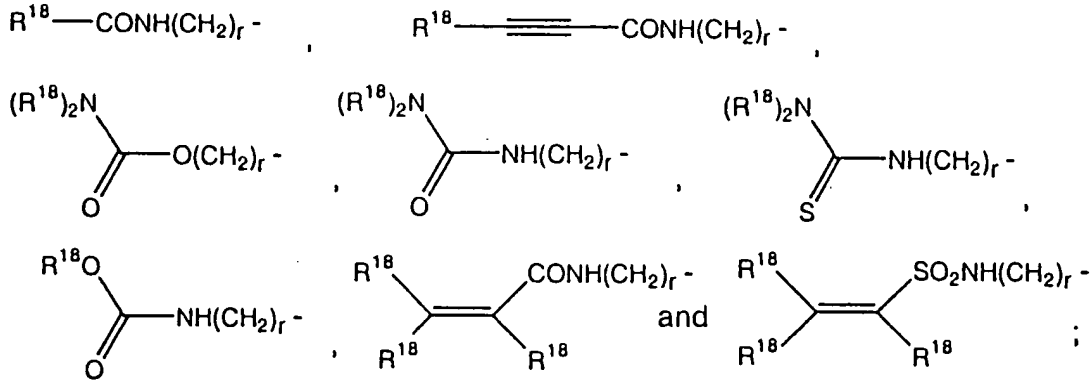
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$ or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally

containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$,-R^6R^{12}, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl,

-NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, ,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$;

R^9 is independently -H, -F or -R^5;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to10 carbon atoms;

R^{12} is -$N(O)_n R^{13}R^{14}$ or -$N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, -R^5, -R^{11}, -$(C(R^9)_2)_q$aryl-R^{15}, -$(C(R^9)_2)_q$heteroaryl-R^{15}, -$(C(R^9)_2)_q$heterocyclyl-R^{15}, -$(C(R^9)_2)_pOR^{16}$, -$(C(R^9)_2)_pNR^{16}R^{17}$, -$(C(R^9)_2)_pS(O)_mR^{16}$, -$(C(R^9)_2)_pCO_2R^{16}$, -$(C(R^9)_2)_pC(O)NHR^{16}$and -$(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, -R^5, -R^{11}, -$(C(R^9)_2)_q$arylR^{15}, -$(C(R^9)_2)_q$heteroarylR^{15}, -$(C(R^9)_2)_q$heterocyclylR^{15}, -$(C(R^9)_2)_qCO_2R^{16}$,-$(C(R^9)_2)_qC(O)NHR^{16}$, and -$(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, -$(C(R^7)_2)_qOR^{16}$, -$(C(R^7)_2)_qNR^{16}R^{17}$, and

$-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or $-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

2. The compound of claim 1, wherein X is –NH-, $-NR^5$, or -O- or a pharmaceutically acceptable salt thereof.

3. The compound of claim 1, wherein T and Z are carbon or a pharmaceutically acceptable salt thereof.

4. The compound of claim 1, wherein T is N and Z is carbon or a pharmaceutically acceptable salt thereof.

5. The compound of claim 1, wherein T is carbon and Z is N or a pharmaceutically acceptable salt thereof.

6. The compound of claim 1, wherein T and Z are carbon, n is 0 and X is –NH- or a pharmaceutically acceptable salt thereof.

7. The compound of claim 1, wherein T is carbon, n is 0 and Z is N and X is –NH- or a pharmaceutically acceptable salt thereof.

8. The compound of claim 1, wherein T is N and Z is carbon, n is 0 and X is –NH- or a pharmaceutically acceptable salt thereof.

9. The compound of claim 1, wherein T and Z are carbon, n is 0, X is –NH- and R^1 is aryl or a pharmaceutically acceptable salt thereof.

10. The compound of claim 1, wherein T is carbon, Z is N, X is –NH-, n is 0 and R^1 is aryl or a pharmaceutically acceptable salt thereof.

11. The compound of claim 1, wherein T is N, Z is carbon, X is –NH-, n is 0 and R^1 is aryl or a pharmaceutically acceptable salt thereof.

12. The compound of claim 1, wherein:

X is –NH-;

n is 0;

R^1 is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$,

$-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)q-$, $-S(O)_m(C(R^9)_2)q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; or a pharmaceutically acceptable salt thereof.

13. The compound of claim 1, wherein:

T and Z are carbon;

X is –NH-;

n is 0;

R^1 is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;
or a pharmaceutically acceptable salt thereof.

14. The compound of claim 1, wherein:

X is –NH-;

n is 0;

A is absent;

R^1 is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$,$-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

or a pharmaceutically acceptable salt thereof.

15. The compound of claim 1, wherein

X is –NH-;

T and Z are carbon;

n is 0;

A is absent;

R^1 is a phenyl ring optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,

$-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

or a pharmaceutically acceptable salt thereof.

16. The compound of claim 1 wherein:

T and Z are carbon;

X is –NH-;

n is 0;

R^1 is a phenyl ring substituted with 1 to 4 substituents which may be the same or different independently selected from H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)q$-,

$-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

A is absent;

R^4 is $(C(R^9)_2)_rH$,

r is 0;

or a pharmaceutically acceptable salt thereof.

17. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$,

$-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

or a pharmaceutically acceptable salt thereof.

18. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

A is absent;

or a pharmaceutically acceptable salt thereof.

19. The compound of claim 1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^4 is $-(C(R^9)_2)_rH$;

r is 0;

A is absent;

R^3 is attached to carbon-7 of Formula (I) and is selected from aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic heteroaryl, alkenyl, and alkynyl is optionally substituted by one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$,

$-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qNH_2$, $G(C(R^9)_2)_pOR^{10}$, $G(C(R^9)_2)_pOH$, and $G(C(R^9)_2)_pR^{12}$;

or a pharmaceutically acceptable salt thereof.

20. The compound of claim1 wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^4 is $-(C(R^9)_2)_rH$;

r is 0;

A is absent;

R^3 is attached to carbon-6 of Formula (I) and is selected from aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl is optionally substituted by one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qNH_2$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pOH$, and $-G(C(R^9)_2)_pR^{12}$;

or a pharmaceutically acceptable salt thereof.

21. The compound of claim 1, wherein:

T and Z are carbon;

R^{2a} and R^{2b} are hydrogen;

R^{2c} is attached to carbon–6 or carbon–7 of Formula (I) and is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and $-YR^8$ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-,

$-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* $-CH=CH-$ and cycloalkyl of 3 to 10 carbon atoms;

R^4 is $-(C(R^9)_2)_rH$;

r is 0;

A is absent;

R^3 is attached to carbon-6 or carbon-7 of Formula (I) and is selected from aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl wherein each aryl, heteroaryl, bicyclic heteroaryl, alkenyl, alkynyl is optionally substituted by one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, and 1, 3-dioxolane;

or a pharmaceutically acceptable salt thereof.

22. The compound of claim 1, wherein X:

T and Z are carbon;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$,

$-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon-6 and is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

R^3 is attached to carbon–7 of Formula (I) and is selected from heteroaryl, phenyl, alkenyl of 2 to 6 carbon atoms or alkynyl of 2 to 6 carbon atoms with each heteroaryl, phenyl, alkenyl and alkynyl group further substituted by one or more of the group $-(C(R^9)_2)_sR^{12}$;

A is absent;

R^4 is $(C(R^9)_2)_rH$;

r is 0;

or a pharmaceutically acceptable salt thereof.

23. The compound of claim 1, wherein:

T and Z are carbon;

X is –NH-;

n is 0;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, $-C(O)H$, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and $-YR^8$ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-,

-C(O)NH-, -NHC(O)-, -NHSO$_2$-, -SO$_2$NH-, -C(OH)H-, -O(C(R^9)$_2$)$_q$-, -S(O)$_m$(C(R^9)$_2$)$_q$-, -NH(C(R^9)$_2$)$_q$-, -NR^{10}(C(R^9)$_2$)$_q$-, -(C(R^9)$_2$)$_q$-, -(C(R^9)$_2$)$_q$O-, -(C(R^9)$_2$)$_q$S(O)$_m$-, -(C(R^9)$_2$)$_q$NH-, -(C(R^9)$_2$)$_q$NR^{10}-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon-7 of Formula (I) and is selected from -H, -J, -CF$_3$, -OCF$_3$, -R^5, -OR^5, -OR^{11}, -OR^{7}OH, -OR^{7}OR^5 and –S(O)$_m$R^5;

R^3 is attached to carbon–6 of Formula (I) and is selected from heteroaryl, phenyl, alkenyl of 2 to 6 carbon atoms or alkynyl of 2 to 6 carbon atoms with each heteroaryl, phenyl, alkenyl and alkynyl group substituted by one or more of the group -(C(R^9)$_2$)$_s$R^{12};

A is absent;

R^4 is -(C(R^9)$_2$)$_r$H;

r is 0;

or a pharmaceutically acceptable salt thereof.

24. The compound according to claim 1 wherein:

X is –NH-;

T and Z are carbon;

n is 0;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon–6- or carbon–7 of Formula (I) and is selected from -H, -J, -CF$_3$, -OCF$_3$, -R^5, -OR^5, -OR^{11}, -OR^{7}OH, -OR^{7}OR^5 and –S(O)$_m$R^5;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO$_2$, -NH$_2$, -OH, -SH, -CN, -N$_3$, -COOH, -CONH$_2$, -NHC(O)NH$_2$, -C(O)H, -CF$_3$, -OCF$_3$, -R^5, -OR^5, -NHR^5, -Q, -S(O)$_m$R^5, -NHSO$_2$R^5, -R^{6}OH, -R^{6}OR^5, -R^{6}NH$_2$, -R^{6}NHR^5, -R^{6}Q, -R^{6}SH, -R^{6}S(O)$_m$R^5, -NHR^{7}OH, -NHR^{7}OR^5, -N(R^5)R^{7}OH, -N(R^5)R^{7}OR^5, -NHR^{7}NH$_2$, -NHR^{7}NHR^5, -NHR^{7}Q, -N(R^5)R^{7}NH$_2$, -N(R^5)R^{7}NHR^5, -N(R^5)R^{7}Q, -OR^{7}OH,

$-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$ $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and $-YR^8$ groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis*- and *trans*- -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^3 is attached to carbon–6 or carbon–7 of Formula (I) and is alkenyl of 2 carbon atoms;

A is absent;

or a pharmaceutically acceptable salt thereof.

25. The compound according to claim 1 wherein:

X is –NH-;

T and Z are carbon;

n is 0;

R^{2a} and R^{2b} are H;

R^{2c} is attached to carbon–6 or carbon–7 of Formula (I) and is selected from -H, -J, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-OR^{11}$, $-OR^7OH$, $-OR^7OR^5$ and $-S(O)_mR^5$;

R^1 is phenyl optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$ $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$,

$-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

R^3 is attached to carbon–6 or carbon–7 of Formula (I) and is alkynyl of 2 carbon atoms;

A is absent;

or a pharmaceutically acceptable salt thereof.

26. The compound according to claim 1, 4-(4-Chloro-2-fluoroanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3- quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

27. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-2-(4-pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

28. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-2-(2-pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

29. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E)-2-(4-pyridinyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

30. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

31. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-2-furyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

32. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-3-thienyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

33. The compound according to claim 1, 4-(4-Benzylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

34. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-{5-[2-(4-morpholinyl)ethyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

35. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

36. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinyl)-1-pentynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

37. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E/Z)-5-(4-morpholinyl)-1-pentenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

38. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

39. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-(3-hydroxy-1-propynyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

40. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[3-(dimethylamino)-1-propynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

41. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[(E/Z)-6-(4-morpholinyl)-1-hexenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

42.The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloroanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

43. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(2-pyridinyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

44. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

45. The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

46. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(E)-3-(4-morpholinyl)-1-propenyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

47. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[4-(4-morpholinyl)butyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

48. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

49. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

50. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

51. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

52. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

53. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{3-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

54. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

55. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

56. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-6-methoxy-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

57. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[2-(4-ethyl-1-piperazinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

58. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

59. The compound according to claim 1, 7-[3,4-Bis(4-morpholinylmethyl)phenyl]-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

60. The compound according to claim 1, 7-[3,4-Bis(4-morpholinylmethyl)phenyl]-4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

61. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

62. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

63. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-{3-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

64. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-[3-(4-morpholinylmethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

65. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-{4-[2-(4-morpholinyl)ethyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

66. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

67. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

68. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

69. The compound according to claim 1, 4-(2,4-Dichloroanilino)-7-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

70. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-(5-formyl-3-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

71. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

72. The compound according to claim 1, (2R)-1-({5-[3-Cyano-4-(2,4-dichloro-5-methoxyanilino)-7-quinolinyl]-2-furyl}methyl)-2-pyrrolidinecarboxamide or a pharmaceutically acceptable salt thereof.

73. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-3-pyridinyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

74. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-pyridinyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

75. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

76. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1,3-dioxolan-2-yl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

77. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-2-thienyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

78. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

79. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[(E)-2-(4-methoxyphenyl)ethenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

80. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

81. The compound according to claim 1, 7-[5-(4-Morpholinylmethyl)-2-pyridinyl]-4-(4-phenoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

82. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-2-pyridinyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

83. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-({[2-(phenylsulfonyl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

84. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-6-methoxy-7-(1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

85. The compound according to claim 1, 4-(3-Bromoanilino)-6-(2-formyl-1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

86. The compound according to claim 1, 4-(3-Chloro-4-fluoro-phenylamino)-7-methoxy-6-(1H-pyrrol-1-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

87. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-formylphenyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

88. The compound according to claim 1, 4-{3-Chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

89. The compound according to claim 1 4-(2,4-Dichloro-5-methoxyanilino)-7-{1-[2-(4-morpholinyl)ethyl]-1H-imidazol-5-yl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

90. The compound according to claim 1 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

91. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

92. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

93. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-(4-morpholinylmethyl)-2-thienyl]-3- quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

94. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-formyl-1-methyl-1H-pyrrol-2-yl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

95. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-(4-morpholinylmethyl)-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

96. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{1-methyl-5-[(4-methyl-1-piperazinyl)methyl]-1H-pyrrol-2-yl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

97. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-({[2-(phenylsulfonyl)ethyl]amino}methyl)-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

98. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[1-methyl-5-({[2-(methylsulfonyl)ethyl]amino}methyl)-1H-pyrrol-2-yl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

99. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-({[2-(2-pyridinyl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

100. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

101. The compound according to claim 1, 7-(5-{[Bis(2-hydroxyethyl)amino]methyl}-2-furyl)-4-(2,4-dichloro-5-methoxyanilino)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

102. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-({[2-(methylsulfonyl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

103. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[5-(1-piperidinylmethyl)-2-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

104. The compound according to claim 1, 4-{2-chloro-4-fluoro-5-methoxyanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

105. The compound according to claim 1, 4-{2-Chloro-5-methoxy-4-methylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

106. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[6-(4-morpholinylmethyl)-3-pyridinyl]-3-quninolinecarbonitrile or a pharmaceutically acceptable salt thereof.

107. The compound according to claim 1, 7-[4,5-Bis(4-morpholinylmethyl)-2-thienyl]-4-(2,4-dichloro-5-methoxyanilino)-6-methoxy-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

108. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-(4-formylphenyl)-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

109. The compound according to claim 1, (2R)-1-{4-[3-Cyano-4-(2,4-dichloro-5-methoxyanilino)-7-quinolinyl]benzyl}-2-pyrrolidinecarboxamide or a pharmaceutically acceptable salt thereof.

110. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-({[2-(phenylsulfonyl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

111. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(dimethylamino)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

112. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{4-[(diethylamino)methyl]phenyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

113. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[4-({[2-(methylsulfonyl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

114. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

115. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(4-methoxyphenyl)ethynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

116. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-[2-(2-pyridinyl)ethynyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

117. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-pyrrol-1-yl-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

118. The compound according to claim 1, 4-(2,4-Dichloro-5-methoxyanilino)-7-{(2-[(dimethylamino)methyl]-1H-pyrrol-1-yl}-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

119. The compound according to claim 1, 7-[5-(1,3-Dioxolan-2-yl)-3-thienyl]-4-[3-methyl-4-(2-pyridinylmethoxy)anilino]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

120. The compound according to claim 1, 4-[3-Methyl-4-(2-pyridinylmethoxy)anilino]-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile or a pharmaceutically acceptable salt thereof.

121. A compound of claim 1 which is
4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{4-[(dimethylamino)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(dimethylamino)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[3-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-{3-chloro-4-[(1-methyl-1H-imidazol-2-yl)sulfanyl]anilino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

7-[4-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile

4-(2,4-dimethylanilino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[3-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-4-(2,4-dimethylanilino)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dimethylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}-methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-(4-bromo-2-chloro-6-methylanilino)-7-[5-(1-piperidinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-({3-chloro-4'-[(4-hydroxy-1-piperidinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl}amino)-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4'-({[2-(dimethylamino)ethyl]amino}methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino}-7-[4-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-5-methyl-4'-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-4'-(4-morpholinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4'-{[(2-hydroxyethyl)amino]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-({3-chloro-5-methyl-4'-[(4-methyl-1-piperazinyl)methyl][1,1'-biphenyl]-4-yl}amino)-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-4'-({[3-(4-morpholinyl)propyl]amino}methyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-4'-(1-piperidinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-({3-chloro-4'-[(4-ethyl-1-piperazinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl}amino)-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4'-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-({3-chloro-3'-[(4-hydroxy-1-piperidinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl}amino)-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-3'-({[2-(dimethylamino)ethyl]amino}methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino}-7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-5-methyl-3'-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-5-methyl-3'-{[(4-pyridinylmethyl)amino]methyl}[1,1'-biphenyl]-4-yl)amino]-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-3'-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-5-methyl[1,1'-biphenyl]-4-yl]amino}-7-[3-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-3'-(4-morpholinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-3'-{[(2-hydroxyethyl)amino]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-({3-chloro-5-methyl-3'-[(4-methyl-1-piperazinyl)methyl][1,1'-biphenyl]-4-yl}amino)-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-3'-({[3-(4-morpholinyl)propyl]amino}methyl)[1,1'-biphenyl]-4-yl]amino}-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-5-methyl-3'-(1-piperidinylmethyl)[1,1'-biphenyl]-4-yl]amino}-7-[3-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-({3-chloro-3'-[(4-ethyl-1-piperazinyl)methyl]-5-methyl[1,1'-biphenyl]-4-yl}amino)-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-[(3-chloro-3'-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-5-methyl[1,1'-biphenyl]-4-yl)amino]-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{2-chloro-4-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-6-methylanilino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[2-chloro-6-methyl-4-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)anilino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[2-chloro-6-methyl-4-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)anilino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{2-chloro-4-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-6-methylanilino}-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{2-chloro-6-methyl-4-[5-(4-morpholinylmethyl)-3-thienyl]anilino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2-chloro-6-methyl-4-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}anilino)-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{2-chloro-6-methyl-4-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]anilino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{2-chloro-6-methyl-4-[5-(1-piperidinylmethyl)-3-thienyl]anilino}-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2-chloro-4-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-6-methylanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[2-chloro-4-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-6-methylanilino]-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[4-({[3-(4-morpholinyl)propyl]amino}-methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-[(3-chloro-4-phenoxyphenyl)amino]-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-(4-morpholinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-(4-morpholinylmethyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(phenylsulfanyl)phenyl]amino}-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[3-chloro-4-(3-furylmethyl)phenyl]amino}-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[4-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[4-(1-piperidinylmethyl)phenyl]-3-quinolinecarbonitrile,

7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-4-{[4-(3-furylmethyl)phenyl]amino}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(4-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-3-quinolinecarbonitrile,

7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-{[4-(3-furylmethyl)phenyl]amino}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[3-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[3-(4-morpholinylmethyl)phenyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

7-{3-[(4-ethyl-1-piperazinyl)methyl]phenyl}-4-{[4-(3-furylmethyl)phenyl]amino}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-pyridinyl}-3-quinolinecarbonitrile,

7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-pyridinyl]-4-{[4-(3-furylmethyl)phenyl]amino}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-pyridinyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-pyridinyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[5-(4-morpholinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-[5-(1-piperidinylmethyl)-3-thienyl]-3-quinolinecarbonitrile,

7-{5-[(4-ethyl-1-piperazinyl)methyl]-3-thienyl}-4-{[4-(3-furylmethyl)phenyl]amino}-3-quinolinecarbonitrile,

4-{[4-(3-furylmethyl)phenyl]amino}-7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(4-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(4-{[(4-pyridinylmethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[4-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[4-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-furyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-(1-piperidinylmethyl)-2-furyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-furyl}-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-3-thienyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-pyridinyl}-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[2-(dimethylamino)ethyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-pyridinyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-(5-{[(2-hydroxyethyl)amino]methyl}-2-pyridinyl)-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

4-(2,4-dichloro-5-methoxyanilino)-7-[(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl)-2-pyridinyl]-3-quinolinecarbonitrile,

7-{4-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[4-(4-morpholinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(4-{[(2-hydroxyethyl)amino]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{4-[(4-methyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[4-(1-piperidinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{4-[(4-ethyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{3-[(4-hydroxy-1-piperidinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(3-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(3-{[(4-pyridinylmethyl)amino]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-(4-morpholinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(3-{[(2-hydroxyethyl)amino]methyl}phenyl)- 4-(3,4,5-trimethoxyanilino-3-quinolinecarbonitrile,

7-{3-[(4-methyl-1-piperazinyl)methyl]phenyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-({[3-(4-morpholinyl)propyl]amino}methyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[3-(1-piperidinylmethyl)phenyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-((3-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}phenyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-furyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-({[2-(1H-imidazol-4-yl)ethyl]amino}methyl)-2-thienyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-methyl-1-piperazinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-ethyl-1-piperazinyl)methyl]-2-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl}-2-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{[(4-pyridinylmethyl)amino]methyl}-3-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-(4-morpholinylmethyl)-3-thienyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{[(2-hydroxyethyl)amino]methyl}-3-thienyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-methyl-1-piperazinyl)methyl]-3-thienyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-{5-[(4-hydroxy-1-piperidinyl)methyl]-2-pyridinyl}-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

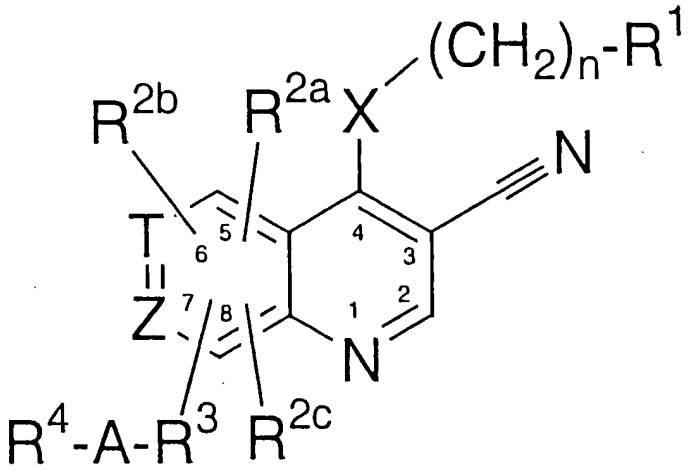
7-(5-{[4-(1-pyrrolidinyl)-1-piperidinyl]methyl}-2-pyridinyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-(5-{[(2-hydroxyethyl)amino]methyl}-2-pyridinyl)-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile,

7-[5-({[3-(4-morpholinyl)propyl]amino}methyl)-2-pyridinyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile or

7-[(5-{[4-(2-hydroxyethyl)-1-piperazinyl]methyl)-2-pyridinyl]-4-(3,4,5-trimethoxyanilino)-3-quinolinecarbonitrile and pharmaceutically acceptable salts thereof.

122. A method of treating, inhibiting the growth of, or eradicating neoplasms in a mammal in need thereof which comprises administering to said mammal an effective amount of a compound of Formula (I) having the structure:



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

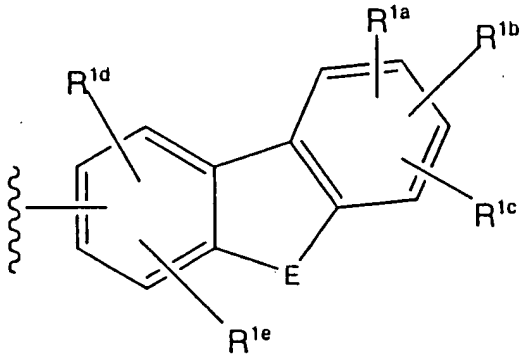
T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-,

$-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, $-COOH$, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



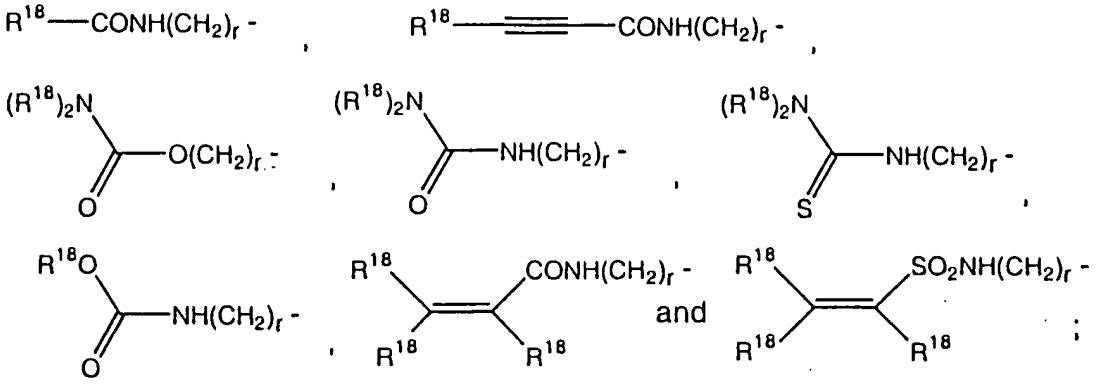
;

E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$ or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, -NR^{10}-, -O- or -$S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R^{10}, -$(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, -NO_2, -CN, -CO_2H, -$CONH_2$, -CO_2R^{10}, -$CONHR^{10}$, -COR^{10}, -$(C(R^9)_2)_qOH$, -$(C(R^9)_2)_qOR^{10}$, -$(C(R^9)_2)_qNHR^{10}$, -$(C(R^9)_2)_qJ$, -$(C(R^9)_2)_qNH_2$, -$(C(R^9)_2)_rH$, -$G(C(R^9)_2)_pOR^{10}$, -$G(C(R^9)_2)_pR^{12}$, and -$G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of -R^{10}, -$(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, -NO_2, -CN, -CO_2H, -$CONH_2$, -CO_2R^{10}, -$CONHR^{10}$, -COR^{10}, -$(C(R^9)_2)_qOH$, -$(C(R^9)_2)_qOR^{10}$, -$(C(R^9)_2)_qNHR^{10}$, -$(C(R^9)_2)_qJ$, -$(C(R^9)_2)_qNH_2$, -$(C(R^9)_2)_rH$, -$G(C(R^9)_2)_pOR^{10}$, -$G(C(R^9)_2)_pR^{12}$, and -$G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from -R^{10}, -$(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, -NO_2, -CN, -CO_2H, -$CONH_2$, -CO_2R^{10}, -$CONHR^{10}$, -COR^{10}, -$(C(R^9)_2)_qOH$, -$(C(R^9)_2)_qOR^{10}$, -$(C(R^9)_2)_qNHR^{10}$, -$(C(R^9)_2)_qJ$, -$(C(R^9)_2)_qNH_2$, -$(C(R^9)_2)_rH$, -$G(C(R^9)_2)_pOR^{10}$, -$G(C(R^9)_2)_pR^{12}$, and -$G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -R^{10}, -$(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, -NO_2, -CN, -CO_2H, -$CONH_2$, -CO_2R^{10}, -$CONHR^{10}$, -COR^{10}, -$(C(R^9)_2)_qOH$, -$(C(R^9)_2)_qOR^{10}$, -$(C(R^9)_2)_qNHR^{10}$, -$(C(R^9)_2)_qJ$, -$(C(R^9)_2)_qNH_2$, -$(C(R^9)_2)_rH$, -$G(C(R^9)_2)_pOR^{10}$, -$G(C(R^9)_2)_pR^{12}$, and -$G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -R^{10}, -$(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, -NO_2, -CN, -CO_2H, -$CONH_2$, -CO_2R^{10}, -$CONHR^{10}$, -COR^{10}, -$(C(R^9)_2)_qOH$, -$(C(R^9)_2)_qOR^{10}$, -$(C(R^9)_2)_qNHR^{10}$, -$(C(R^9)_2)_qJ$, -$(C(R^9)_2)_qNH_2$, -$(C(R^9)_2)_rH$, -$G(C(R^9)_2)_pOR^{10}$, -$G(C(R^9)_2)_pR^{12}$, and -$G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, -$-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$,-R^6R^{12}, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,

$-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$,$-R^6R^{12}$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either

nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$,$-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$,$-(C(R^9)_2)_pCO_2R^{10}$,$-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or $-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

123. The method according to claim 122 wherein the neoplasm is selected from the group consisting of breast, kidney, bladder, mouth, larynx, esophagus, stomach, colon, ovary, lung, pancreas, skin, liver, prostate and brain.

124. The method of claim 122 wherein the neoplasm expresses Src or wherein the neoplasm depends at least in part on the Src pathway.

125. The method of claim 122 wherein the neoplasm expresses raf or wherein the neoplasm depends at least in part on the raf pathway.

126. The method of claim 122 wherein the neoplasm expresses EGFr, erbB-2, erbB-3 or erbB-4 or wherein the neoplasm depends at least in part on an EGFr, erbB-2, erbB-3 or erbB-4 pathway.

127. The method of claim 122 wherein the neoplasm expresses KDR or flt-1 or wherein the neoplasm depends at least in part on a KDR or flt-1 pathway.

128. The method of claim 122 wherein the neoplasm expresses PDGFr or wherein the neoplasm depends at least in part on the PDGFr pathway.

129. The method of claim 122 wherein the neoplasm expresses FGFr or wherein the neoplasm depends at least in part on the FGFr pathway.

130. The method of claim 122 wherein the neoplasm expresses tie-1 or tie-2 or wherein the neoplasm depends at least in part on a tie-1 or tie-2 pathway.

131. The method of claim 122 wherein the neoplasm expresses EPH or wherein the neoplasm depends at least in part on the EPH pathway.

132. The method of claim 122 wherein the neoplasm expresses a non-receptor tyrosine kinase including Abl, Jak, Fak, Syk or Csk or wherein the neoplasm depends at least in part on a Abl, Jak, Fak, Syk or Csk pathway.

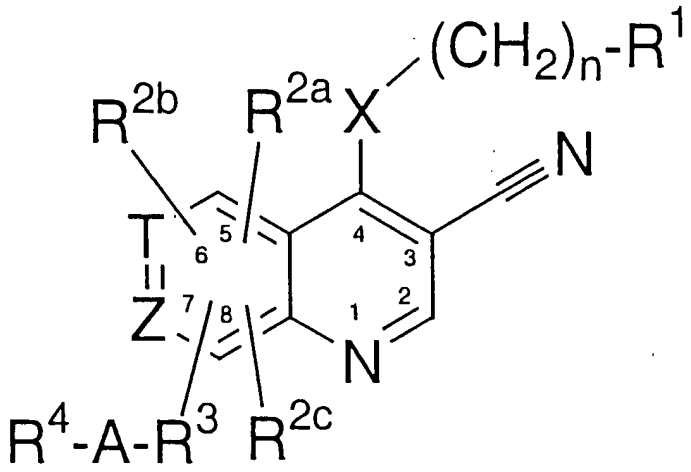
133. The method of claim 122 wherein the neoplasm expresses mek or erk or wherein the neoplasm depends at least in part on the MAPK pathway.

134. The method of claim 122 wherein the neoplasm expresses a cyclin dependent kinase or wherein the neoplasm depends at least in part on a cyclin dependent kinase pathway.

135. The method of claim 122 wherein the neoplasm expresses a Src family kinase including Yes, Lck or Lyn or wherein the neoplasm depends at least in part on a Src family kinase pathway.

136. The method of claim 122 wherein the neoplasm expresses PKA, PKB or PKC or wherein the neoplasm depends at least in part on a PKA, PKB or PKC pathway.

137. A method of treating, inhibiting the progression of, or eradicating polycystic kidney disease in a mammal in need thereof which comprises administering to said mammal an effective amount of a compound of Formula (I) having the structure:



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -C(O)$(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

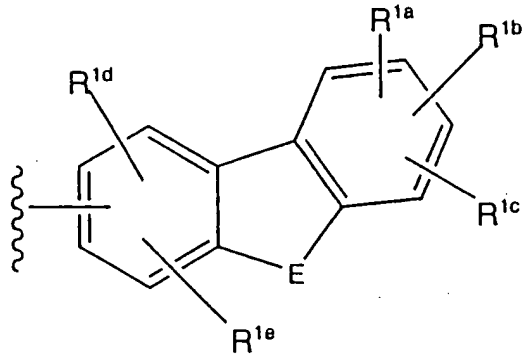
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

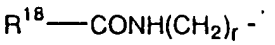
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$ or $-CR^5R^5-$;

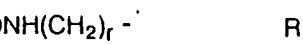
Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

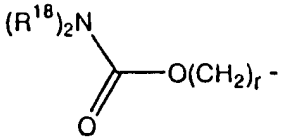
R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

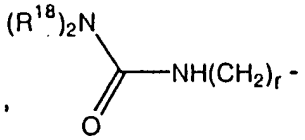
$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^3$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

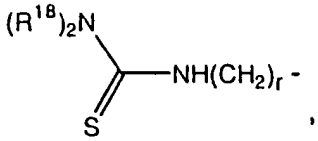
R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,

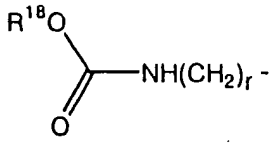


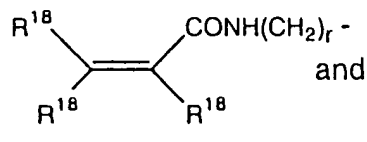


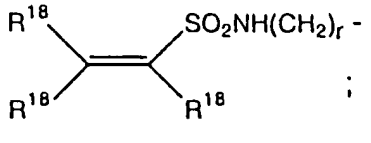









and


;

G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,-R^6R^{12}. -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

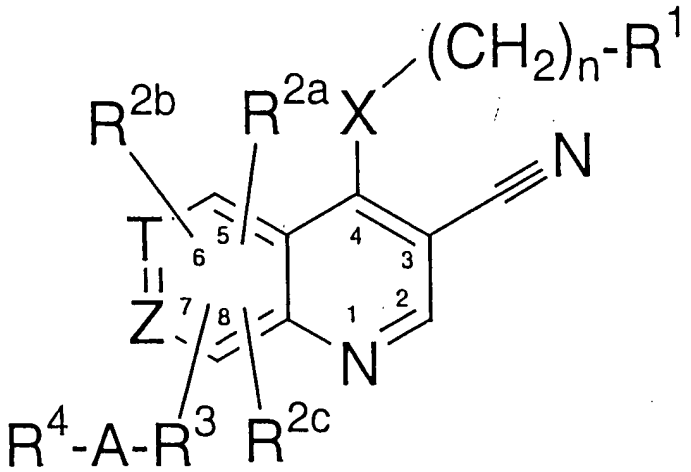
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

138. A method of treating, inhibiting, or eradicating colonic polyps in a mammal in need thereof which comprises providing to said mammal an effective amount of a compound of Formula (I) having the structure.



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

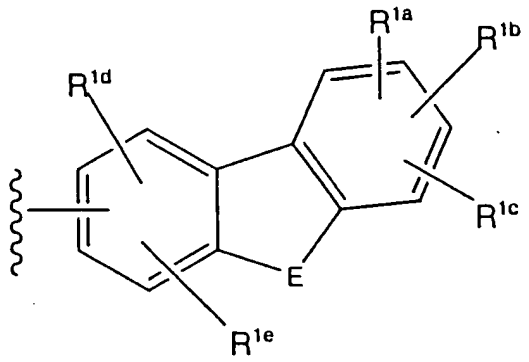
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$- , $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

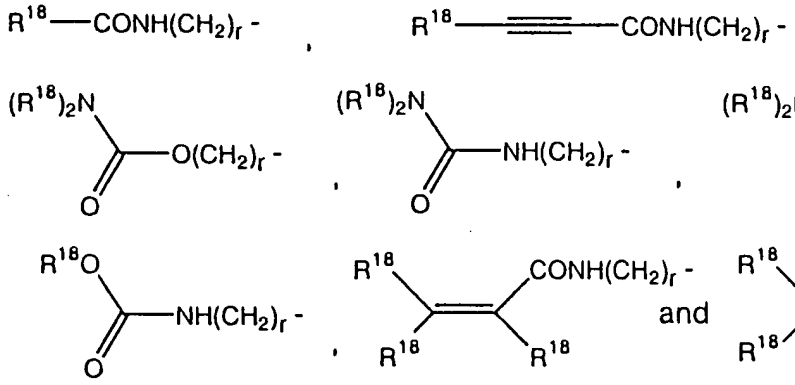
E is –NH-, $-NR^5$-, -O-, $-S(O)_m$-, -C(O)-, $-CH_2$-, $-CHR^5$- or $-CR^5R^5$-;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$,-R^6R^{12}, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

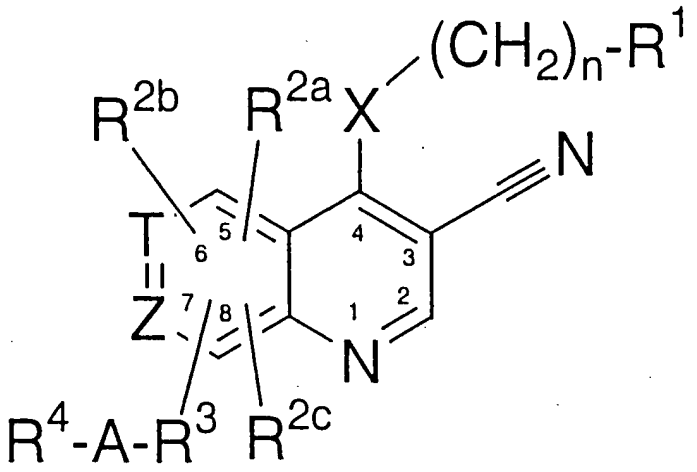
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

139. A method of treating a disease or inhibiting a disease state whose etiology is at least in part caused by a defect in a signaling pathway upstream from a protein kinase; by overexpression of a protein kinase; or by a dysregulated protein kinase in a mammal in need thereof which comprises providing said mammal an effective amount of a compound of Formula (I),



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

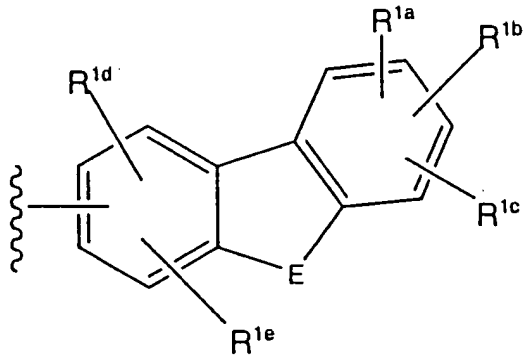
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)q-$, $-NR^{10}(C(R^9)_2)q-$, $-(C(R^9)_2)q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)q-$, $-NR^{10}(C(R^9)_2)q-$, $-(C(R^9)_2)q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,

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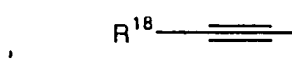

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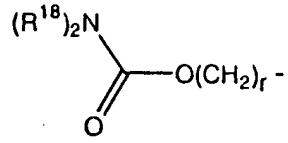

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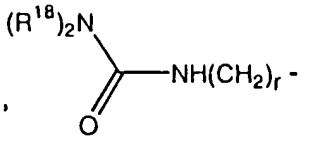

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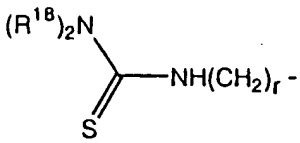

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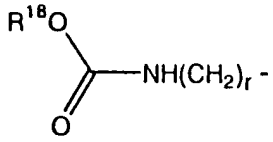

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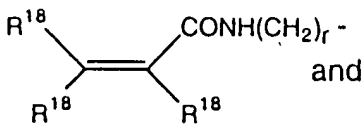
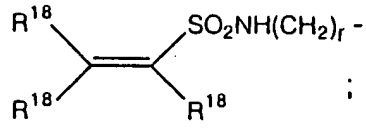


and



;

G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -R^6R^{12}, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

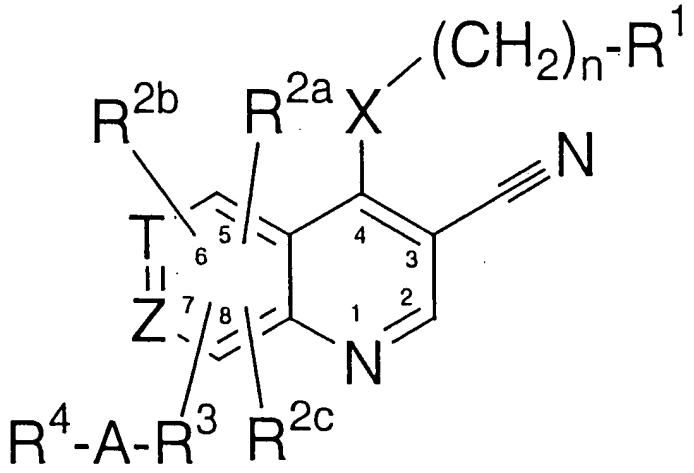
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

140. A method of inhibiting the biological effects of a deregulated protein kinase in a mammal which comprises administering to said mammal an effective amount of a compound of Formula (I)



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

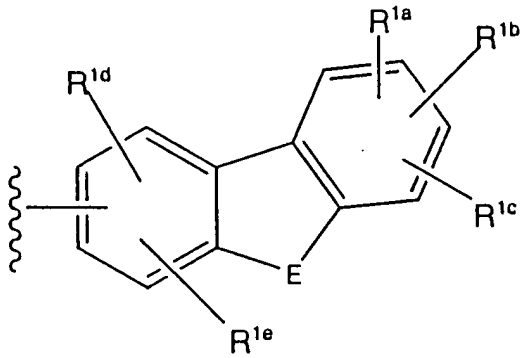
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

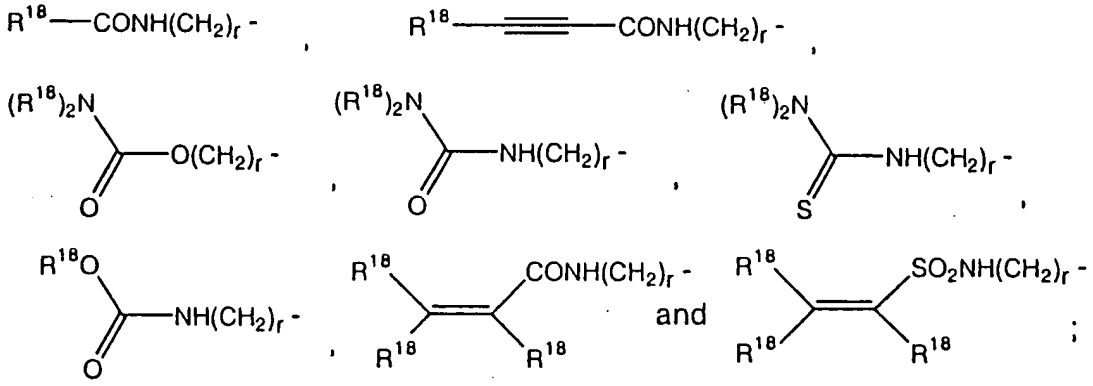
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_tH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -R^6R^{12}, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

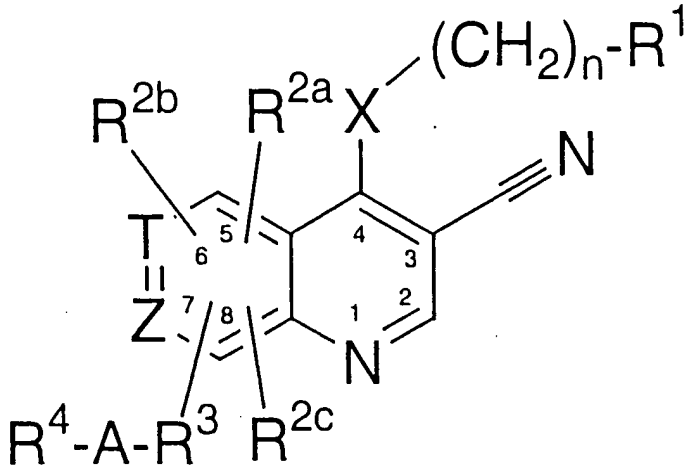
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

141. A pharmaceutical composition for treating or inhibiting disease in a mammal characterized by abnormal growth of cells which comprises administering to a mammal in need thereof an effective amount of a compound of Formula (I) having the structure:



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

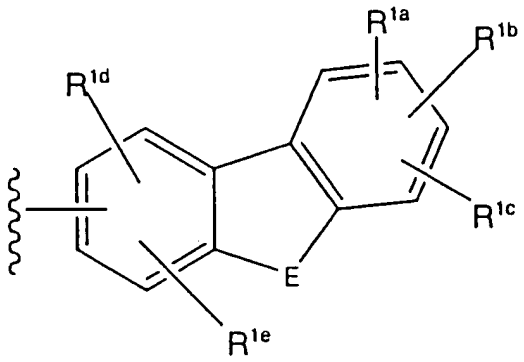
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$- ,$-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-,$-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

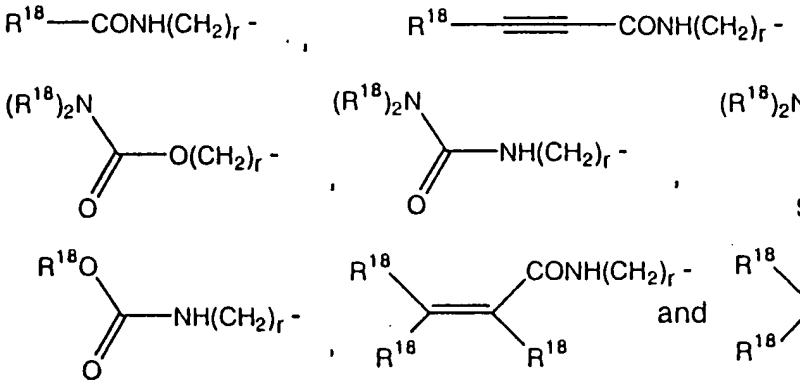
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



and ;

G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, –$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$,-R^6R^{12}, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$,-R^6R^{12}, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, - $R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

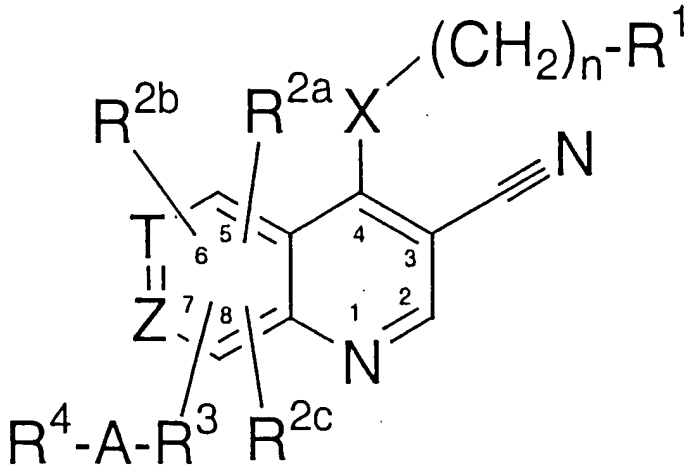
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

142. A method of treating or inhibiting the progression of restenosis in a mammal in need thereof which comprises providing to said mammal an effective amount of a PDGFr kinase inhibitor of Formula (I), having the structure



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

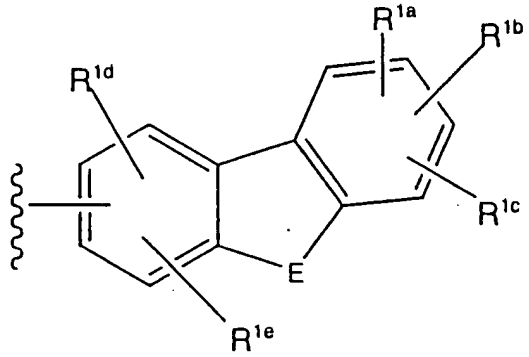
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, $-C\equiv C-$, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

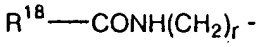
E is –NH-, $-NR^5$-, -O-, $-S(O)_m$-, -C(O)-, $-CH_2$-, $-CHR^5$-or $-CR^5R^5$-;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,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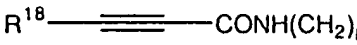
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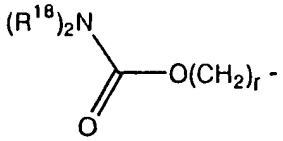
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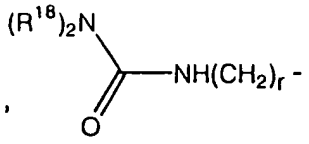
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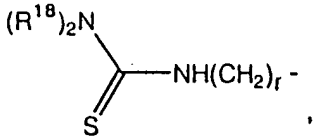
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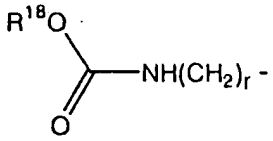
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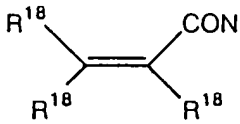
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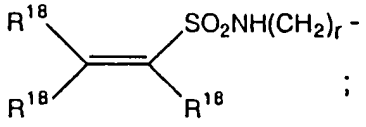
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G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,-R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

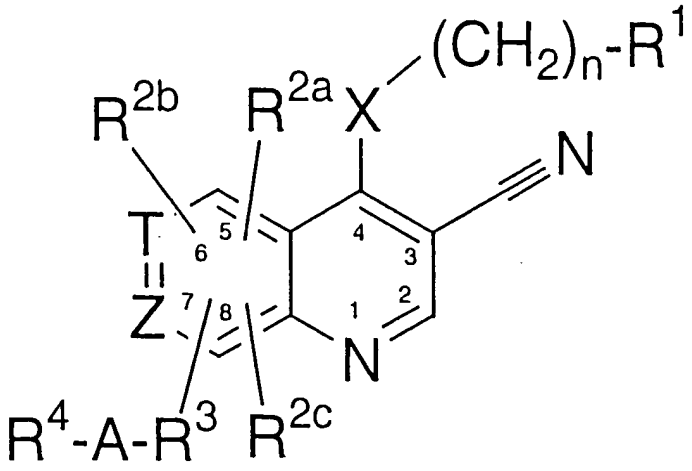
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

143. A method of treating, inhibiting or eradicating autoimmune diseases which include rheumatoid arthritis, sepsis and transplant rejection in a mammal in need thereof which comprises providing to said mammal an effective amount of a Zap-70 or Lck kinase inhibitor of Formula (I), having the structure



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

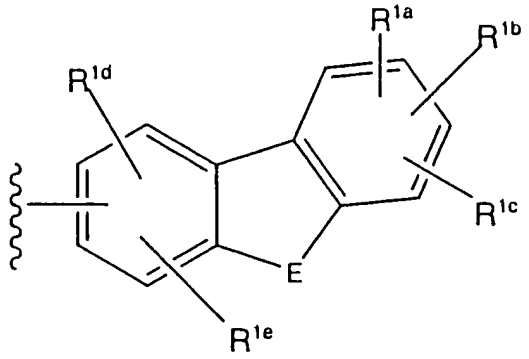
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, $-C\equiv C$-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, $-C\equiv C$-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

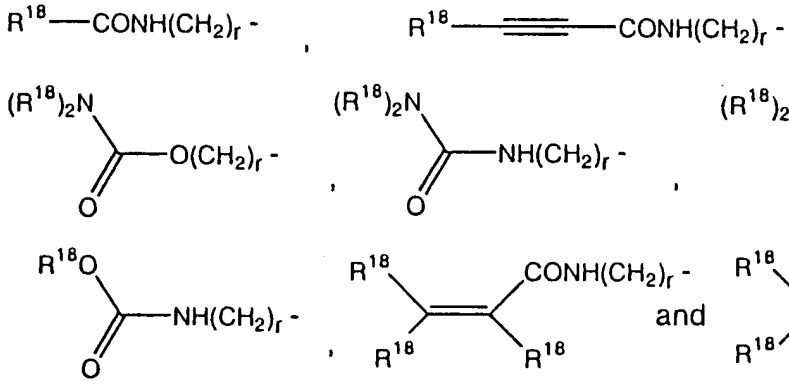
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,-R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

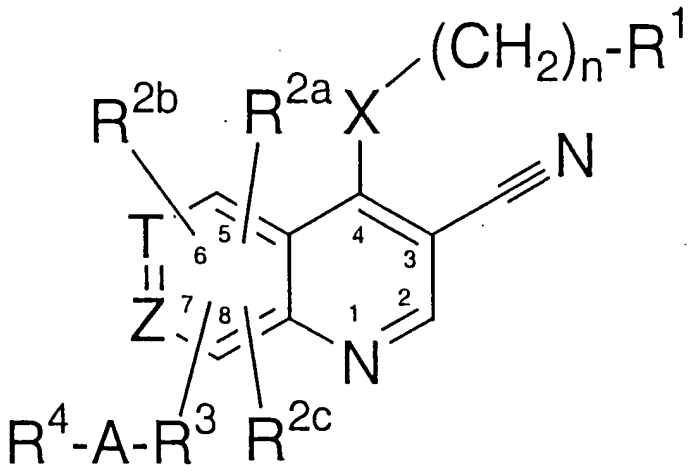
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

144. A method of treating, inhibiting or eradicating viral infections in a mammal in need thereof which comprises providing to said mammal an effective amount of a UL-97 kinase inhibitor of Formula (I), having the structure



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

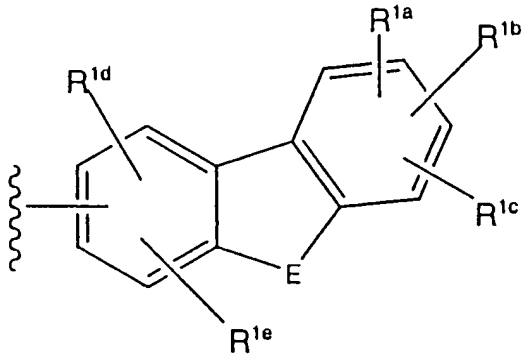
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q-$, $-NR^{10}(C(R^9)_2)_q-$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2-$, $-SO_2NH-$, -C(OH)H-, $-O(C(R^9)_2)_q-$, $-S(O)_m(C(R^9)_2)_q-$, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q-$, $-(C(R^9)_2)_qO-$, $-(C(R^9)_2)_qS(O)_m-$, $-(C(R^9)_2)_qNH-$, $-(C(R^9)_2)_qNR^{10}-$, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

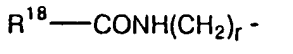
E is –NH-, $-NR^5-$, -O-, $-S(O)_m-$, -C(O)-, $-CH_2-$, $-CHR^5-$or $-CR^5R^5-$;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,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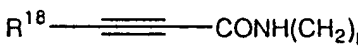
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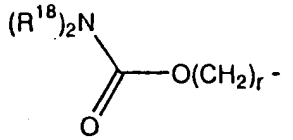
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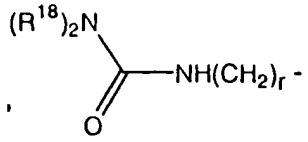
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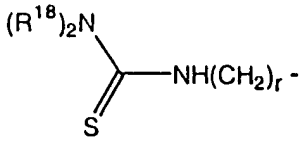
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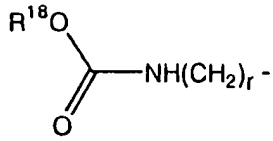
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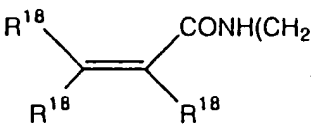
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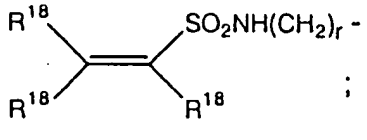

;

G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$,-R^6R^{12}, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,-R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15},$-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

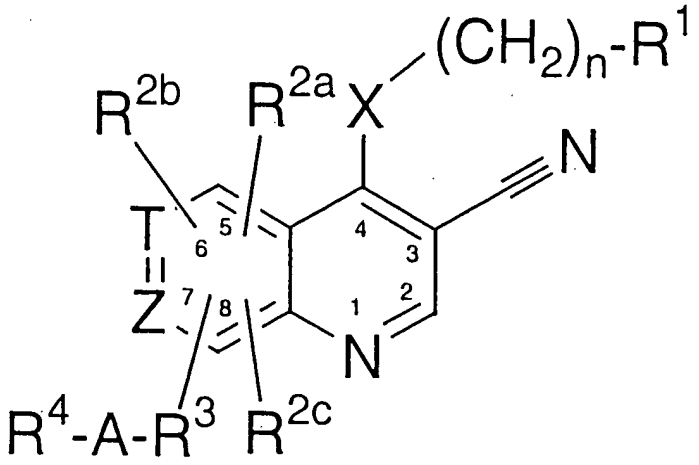
additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.

145. A method of treating or inhibiting the progression of osteoporosis in a mammal in need thereof which comprises providing to said mammal an effective amount of a Src kinase inhibitor of Formula (I), having the structure



(I)

wherein:

X is –NH-, -NR^5-, -O-, or -$S(O)_m$-;

n is an integer of 0 or 1;

m is an integer of 0 to 2;

q is an integer of 0 to 5;

p is an integer of 2 to 5;

s is an integer of 0 to 5;

r is an integer of 0 to 5;

J is halogen;

A is -$(C(R^9)_2)_r$-, -C(O)-, -$C(O)(C(R^9)_2)_r$-, -$(C(R^9)_2)_r$ C(O)-, –cycloalkyl- or is absent;

T and Z are each independently carbon or N, provided that both T and Z are not simultaneously N;

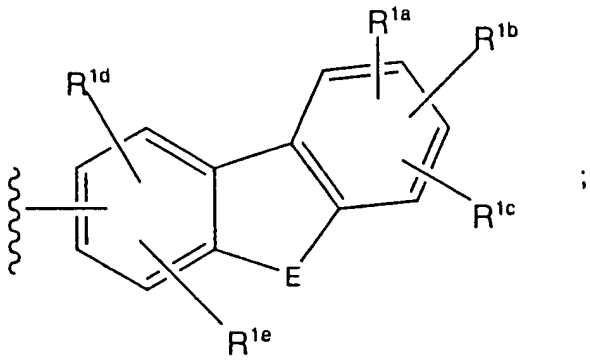
R^1 is selected from a cycloalkyl ring of 3 to 10 carbon atoms, optionally substituted with one or more independently selected alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different independently selected from -H, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q,

$-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-R^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-R^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$-, $-NR^{10}(C(R^9)_2)_q$-, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms;

a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic

heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$ and YR^8 groups wherein Y is independently selected from -C(O)-, -C(O)O-, -OC(O)-, -C(O)NH-, -NHC(O)-, $-NHSO_2$-, $-SO_2NH$-, -C(OH)H-, $-O(C(R^9)_2)_q$-, $-S(O)_m(C(R^9)_2)_q$-, $-NH(C(R^9)_2)_q$, $-NR^{10}(C(R^9)_2)_q$, $-(C(R^9)_2)_q$-, $-(C(R^9)_2)_qO$-, $-(C(R^9)_2)_qS(O)_m$-, $-(C(R^9)_2)_qNH$-, $-(C(R^9)_2)_qNR^{10}$-, -C≡C-, *cis* and *trans* -CH=CH- and cycloalkyl of 3 to 10 carbon atoms; and a moiety of the formula



;

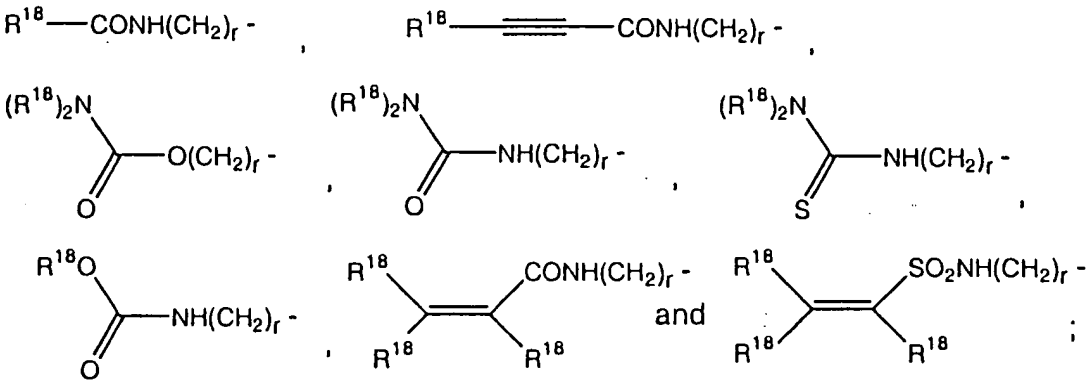
E is –NH-, $-NR^5$-, -O-, $-S(O)_m$-, -C(O)-, $-CH_2$-, $-CHR^5$- or $-CR^5R^5$-;

Q is $-NR^5R^5$ and further provided that when each R^5 is independently selected from alkyl and alkenyl, R^5R^5 may optionally be taken together with the nitrogen atom to which they are attached forming a heterocyclyl ring of 3 to 8 atoms, optionally containing 1 or 2 additional heteroatoms which may be the same or different selected from N, O and S;

R^{1a}, R^{1b}, R^{1c}, R^{1d} and R^{1e} are each, independently selected from -H, -J, $-NO_2$, $-NH_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$,

$-OR^5$, $-NHR^5$, -Q, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^6OH$, $-R^6OR^5$, $-R^6NH_2$, $-R^6NHR^5$, $-R^6Q$, $-R^6SH$, $-R^6S(O)_mR^5$, $-NHR^7OH$, $-NHR^7OR^5$, $-N(R^5)R^7OH$, $-N(R^5)R^7OR^5$, $-NHR^7NH_2$, $-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, –aryl, $-CH_2$aryl, -NHaryl, -Oaryl, $-S(O)_m$aryl, $-R^{11}$, $-OR^{11}$, $-NHR^{11}$ and $-R^6OC(O)Q$;

R^{2a}, R^{2b}, and R^{2c}, are each, independently selected from -H, -aryl, $-CH_2$aryl, -Oaryl, $-S(O)_m$aryl, -J, $-NO_2$, -OH, -SH, -CN, $-N_3$, -COOH, $-CONH_2$, $-NHC(O)NH_2$, -C(O)H, $-CF_3$, $-OCF_3$, $-R^5$, $-OR^5$, $-S(O)_mR^5$, $-NHSO_2R^5$, $-R^{11}$, $-OR^{11}$, $-R^6OH$, $-R^6OR^5$, $-R^6SH$, $-R^6S(O)_mR^5$,$-OR^7OH$, $-OR^7OR^5$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, -C(O)Q, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$, $-R^6OC(O)Q$, $-G-(C(R^9)_2)_p-R^{12}$, $-(C(R^9)_2)_q-R^{12}$,



G is –NH-, $-NR^{10}$-, -O- or $-S(O)_m$-;

R^3 is selected from alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$,$-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$,

$-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S where the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^4 is selected from $-(C(R^9)_2)_rH$, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkenyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$, $-(C(R^9)_2)_sR^{12}$,-CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; alkynyl of 2 to 6 carbon atoms, optionally substituted with one or more of $-R^{10}$,

$-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from $-R^{10}$, $-(C(R^9)_2)_sR^{12}$, -CHO, 1,3-dioxolane, $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-COR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_rH$, $-G(C(R^9)_2)_pOR^{10}$, $-G(C(R^9)_2)_pR^{12}$, and $-G(C(R^9)_2)_pOH$;

R^5 is a monovalent group independently selected from alkyl of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^6 is a divalent group selected from alkyl of 1 to 6 carbon atoms, alkenyl of 2 to 6 carbon atoms, and alkynyl of 2 to 6 carbon atoms;

R^7 is a divalent alkyl group of 2 to 6 carbon atoms;

R^8 is a cycloalkyl ring of 3 to 10 carbon atoms that may optionally be substituted with one or more alkyl groups of 1 to 6 carbon atoms; aryl of 6 to 12 carbon atoms optionally substituted with 1 to 4 substituents which may be the same or different

selected from –H,–aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, –$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$,-R^6R^{12}, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a heteroaryl ring having 5 or 6 atoms containing 1 to 4 heteroatoms or particularly 1 or 2 heteroatoms which may be the same or different, selected from N, O and S wherein the heteroaryl ring may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2, -NHR^7NHR^5, -NHR^7Q, -$N(R^5)R^7NH_2$, -$N(R^5)R^7NHR^5$, -$N(R^5)R^7Q$, -OR^7OH, -OR^7OR^5, -OR^7NH_2, -OR^7NHR^5, -OR^7Q, -$OC(O)R^5$, -$NHC(O)R^5$, -$NHC(O)NHR^5$, -$OR^6C(O)R^5$, -$NHR^6C(O)R^5$, -$C(O)R^5$, -$C(O)OR^5$, -$C(O)NHR^5$, -C(O)Q, -$R^6C(O)H$, -$R^6C(O)R^5$, -$R^6C(O)OH$, -$R^6C(O)OR^5$, -$R^6C(O)NH_2$,-R^6R^{12}, -$R^6C(O)NHR^5$, -$R^6C(O)Q$, -$R^6OC(O)R^5$, -$R^6OC(O)NH_2$, -$R^6OC(O)NHR^5$ and -$R^6OC(O)Q$; a bicyclic heteroaryl ring system having 8 to 20 atoms containing 1 to 4 heteroatoms which may be the same or different selected from N, O and S wherein the bicyclic heteroaryl ring system may be optionally substituted with 1 to 4 substituents which may be the same or different selected from -H, –aryl, -CH_2aryl, -NHaryl, -Oaryl, -$S(O)_m$aryl, -J, -NO_2, -NH_2, -OH, -SH, -CN, -N_3, -COOH, -$CONH_2$, -$NHC(O)NH_2$, -C(O)H, -CF_3, -OCF_3, -R^5, -OR^5, -NHR^5, -Q, -$S(O)_mR^5$, -$NHSO_2R^5$, -R^{11}, -OR^{11}, -NHR^{11}, -R^6OH, -R^6OR^5, -R^6NH_2, -R^6NHR^5, -R^6Q, -R^6SH,-R^6R^{12}, -$R^6S(O)_mR^5$, -NHR^7OH, -NHR^7OR^5, -$N(R^5)R^7OH$, -$N(R^5)R^7OR^5$, -NHR^7NH_2,

$-NHR^7NHR^5$, $-NHR^7Q$, $-N(R^5)R^7NH_2$, $-N(R^5)R^7NHR^5$, $-N(R^5)R^7Q$, $-OR^7OH$, $-OR^7OR^5$, $-OR^7NH_2$, $-OR^7NHR^5$, $-OR^7Q$, $-OC(O)R^5$, $-NHC(O)R^5$, $-NHC(O)NHR^5$, $-OR^6C(O)R^5$, $-NHR^6C(O)R^5$, $-C(O)R^5$, $-C(O)OR^5$, $-C(O)NHR^5$, $-C(O)Q$, $-R^6C(O)H$, $-R^6C(O)R^5$, $-R^6C(O)OH$, $-R^6C(O)OR^5$, $-R^6C(O)NH_2$, $-R^6C(O)NHR^5$, $-R^6C(O)Q$, $-R^6OC(O)R^5$, $-R^6OC(O)NH_2$, $-R^6OC(O)NHR^5$ and $-R^6OC(O)Q$;

R^9 is independently -H, -F or $-R^5$;

R^{10} is an alkyl group of 1 to 12 carbon atoms, preferred is 1 to 6 carbon atoms;

R^{11} is a cycloalkyl group of 3 to 10 carbon atoms;

R^{12} is $-N(O)_n R^{13}R^{14}$ or $-N^+(R^{10}R^{13}R^{14})J^-$;
provided that when R^{12} is $N(O)_n R^{13}R^{14}$ and n is 1, R^{13} or R^{14} are not H;

R^{13} and R^{14} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl-R^{15}, $-(C(R^9)_2)_q$heteroaryl-R^{15}, $-(C(R^9)_2)_q$heterocyclyl-R^{15}, $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, $-(C(R^9)_2)_pS(O)_mR^{16}$, $-(C(R^9)_2)_pCO_2R^{16}$, $-(C(R^9)_2)_pC(O)NHR^{16}$and $-(C(R^9)_2)_pC(O)R^{15}$; further provided that R^{13} and R^{14} may optionally be taken together with the nitrogen to which they are attached forming a heterocyclyl, heteroaryl or bicyclyl heteroaryl ring optionally substituted on either nitrogen or carbon by one or more selected from the group, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$arylR^{15}, $-(C(R^9)_2)_q$heteroarylR^{15}, $-(C(R^9)_2)_q$heterocyclylR^{15}, $-(C(R^9)_2)_qCO_2R^{16}$,$-(C(R^9)_2)_qC(O)NHR^{16}$, and $-(C(R^9)_2)_qC(O)R^{15}$; or optionally substituted on carbon by -F, $-(C(R^7)_2)_qOR^{16}$, $-(C(R^7)_2)_qNR^{16}R^{17}$, and $-(C(R^9)_2)_qS(O)_mR^{16}$; or optionally substituted on nitrogen by $-(C(R^9)_2)_pOR^{16}$, $-(C(R^9)_2)_pNR^{16}R^{17}$, and $-(C(R^9)_2)_pS(O)_mR^{16}$;

R^{15} is independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl,

$-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_qOH$, $-(C(R^9)_2)_qOR^{10}$, $-(C(R^9)_2)_qNH_2$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qR^{10}$, $-(C(R^9)_2)_qS(O)_mR^{10}$, $-(C(R^9)_2)_qCO_2R^{10}$, $-(C(R^9)_2)_qCONHR^{10}$, $-(C(R^9)_2)_qCONR^{10}R^{10}$, $-(C(R^9)_2)_qCOR^{10}$, $-(C(R^9)_2)_qCO_2H$, and $-(C(R^9)_2)_qCONH_2$;

R^{16} and R^{17} are independently selected from a group consisting of -H, $-R^5$, $-R^{11}$, $-(C(R^9)_2)_q$aryl, $-(C(R^9)_2)_q$heteroaryl, $-(C(R^9)_2)_q$heterocyclyl, $-(C(R^9)_2)_pOH$, $-(C(R^9)_2)_pOR^{10}$, $-(C(R^9)_2)_pNH_2$, $-(C(R^9)_2)_pNHR^{10}$, $-(C(R^9)_2)_pNR^{10}R^{10}$, $-(C(R^9)_2)_pS(O)_mR^{10}$, $-(C(R^9)_2)_pCO_2R^{10}$, $-(C(R^9)_2)_pCONHR^{10}$, $-(C(R^9)_2)_pCONR^{10}R^{10}$, $-(C(R^9)_2)_pCOR^{10}$, $-(C(R^9)_2)_pCO_2H$, and $-(C(R^9)_2)_pCONH_2$;

R^{18} is independently selected from the group consisting of -H, -aryl, $-R^5$, $-R^6NH_2$, $-R^6NHR^5$ and $-R^6Q$;

provided that, when T and Z are carbon, A is absent, r is 0 and R^4 is $-(C(R^9)_2)_rH$, then,

a. R^3 is not unsubstituted thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole, pyridine, phenyl, alkenyl or alkynyl; or

b. R^3 is not monosubstituted by $-R^{10}$, $-(C(R^9)_2)_qOH$, or $-(C(R^9)_2)_qOR^{10}$ when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

c. R^{13} and R^{14} are not alkyl of 1 to 6 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine when R^3 is substituted by $-(C(R^9)_2)_sR^{12}$ and R^{12} is $-NR^{13}R^{14}$;

further provided that, when T and Z are carbon, A is absent and R^4 is phenyl, then,

a. R^4 is not substituted by $-NO_2$, -CN, $-CO_2H$, $-CONH_2$, $-CO_2R^{10}$, $-CONHR^{10}$, $-(C(R^9)_2)_qOH$, $-(C(R^7)_2)_qOR^{10}$, $-(C(R^9)_2)_qNHR^{10}$, $-(C(R^9)_2)_qJ$ or

$-(C(R^9)_2)_qNH_2$ or unsubstituted when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine; and

b. R^{13} and R^{14} are not independently alkyl of 1 to 3 carbon atoms when R^3 is thiophene, furan, thiazole, imidazole, 1,2,3-triazole, 1,2,4-triazole, tetrazole or pyridine, wherein R^4 is substituted by $-(C(R^9)_2)_sR^{12}$ and s is 0 and R^{12} is $-NR^{13}R^{14}$;

additionally provided that, when T and Z are carbon, then,

a. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when carbon-5 is substituted by an imidazole, oxazole or thiazole ring that is fused to a 6-membered aryl or heteroaryl ring having 0 to 2 nitrogen atoms and wherein the fused bicyclic heteroaryl ring is attached to carbon-5 of Formula (I) via carbon-2 of the imidazole, oxazole or thiazole ring; and

b. carbon-8 is not substituted by -OH, $-OR^{10}$, $-SR^{10}$, or $-OR^{11}$ when X is -O- and carbon-5 is substituted by aryl or heteroaryl;

further provided that when either T or Z are N, then R^{2c} is absent; or a pharmaceutically acceptable salt thereof.